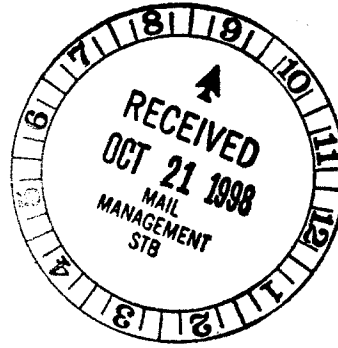




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October 20, 1998

Janice Fort
Surface Transportation Board
Recordation Office
1925 K Street
Suite 70
Washington D.C. 20423



RECORDATION NO. 21077-B

OCT 21

10 02 AM

FILED

RECEIVED
SURFACE TRANSPORTATION
BOARD

OCT 21 '98

10-02AM

Dear Janice,

Enclosed is an original plus 1 copy, both notarized. This is a Memorandum of Railcar Lease between The Cit Group/Equipment Financing Inc. and the following:

- 1) Central Soya Company, Inc. with 150 railcars (return 1 copy)
- 2) Central Soya Company, Inc. with 91 railcars (return 1 copy)
- 3) Central Soya Company, Inc. with 109 railcars (return 1 copy)

Please note: These filings are pursuant to Memorandum of Lease 21077 filed 12/17/97.

Also, enclosed is a check made payable to: Surface Transportation Board.

After recording the document, please return the acknowledgment copy to my attention. I have enclosed a FED X air bill to return the results to me.

If you have any questions regarding the filing, please feel free to call me at 800-634-9738 ext. 20254.

Thank you for your prompt assistance.

Sincerely,

Rebecca Heisler
Administrator

enclosure

OCT 21 '98 10-02AM

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 30th day of September 1998 is made by Central Soya Company, Inc., a Indiana corporation, with an address at 1946 West Cook Road, Ft. Wayne, IN 46801 (the "Lessee"), and The CIT Group/Equipment Financing, Inc., a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor" and, together with the Lessee, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of ^{December 3, 1997} the date hereof covering the equipment listed on Schedule 03 hereto (the "Equipment"); pursuant to a Memorandum of Lease filed with the Surface Transportation Board on December 17, 1997 as recordation no. 21077.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

IN WITNESS WHEREOF, the undersigned has caused this Document to be executed by a duly authorized officer as of the day and year first above written.

THE CIT GROUP/EQUIPMENT FINANCING, INC.,

By: [Signature]
Name: LAWRENCE LITTEFIELD
Title: Vice President

CENTRAL SOYA COMPANY, INC.,

By: [Signature]
Name: JOHN L. BRATTEN
Title: VICE PRESIDENT, TRANSPORTATION

SCHEDULE 03

1	CEFX 10731	47	CEFX 10777
2	CEFX 10732	48	CEFX 10778
3	CEFX 10733	49	CEFX 10779
4	CEFX 10734	50	CEFX 10780
5	CEFX 10735	51	CEFX 10781
6	CEFX 10736	52	CEFX 10782
7	CEFX 10737	53	CEFX 10783
8	CEFX 10738	54	CEFX 10784
9	CEFX 10739	55	CEFX 10785
10	CEFX 10740	56	CEFX 10786
11	CEFX 10741	57	CEFX 10787
12	CEFX 10742	58	CEFX 10788
13	CEFX 10743	59	CEFX 10789
14	CEFX 10744	60	CEFX 10790
15	CEFX 10745	61	CEFX 10791
16	CEFX 10746	62	CEFX 10792
17	CEFX 10747	63	CEFX 10793
18	CEFX 10748	64	CEFX 10794
19	CEFX 10749	65	CEFX 10795
20	CEFX 10750	66	CEFX 10796
21	CEFX 10751	67	CEFX 10797
22	CEFX 10752	68	CEFX 10798
23	CEFX 10753	69	CEFX 10799
24	CEFX 10754	70	CEFX 10800
25	CEFX 10755	71	CEFX 10801
26	CEFX 10756	72	CEFX 10802
27	CEFX 10757	73	CEFX 10803
28	CEFX 10758	74	CEFX 10804
29	CEFX 10759	75	CEFX 10805
30	CEFX 10760	76	CEFX 10806
31	CEFX 10761	77	CEFX 10807
32	CEFX 10762	78	CEFX 10808
33	CEFX 10763	79	CEFX 10809
34	CEFX 10764	80	CEFX 10810
35	CEFX 10765	81	CEFX 10811
36	CEFX 10766	82	CEFX 10812
37	CEFX 10767	83	CEFX 10813
38	CEFX 10768	84	CEFX 10814
39	CEFX 10769	85	CEFX 10815
40	CEFX 10770	86	CEFX 10816
41	CEFX 10771	87	CEFX 10817
42	CEFX 10772	88	CEFX 10818
43	CEFX 10773	89	CEFX 10819
44	CEFX 10774	90	CEFX 10820
45	CEFX 10775	91	CEFX 10821
46	CEFX 10776		

STATE OF Indiana)
COUNTY OF Allen) SS:

On this 22nd day of September, 1998 before me personally appears John L. Bratten, to me personally known, who by me duly sworn, says that he/she is the Vice President, Transportation of CENTRAL SOYA COMPANY, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Thomas A. Schwartz
Notary Public

THOMAS A. SCHWARTZ

Residence County: Allen

[SEAL]

My Commission expires: August 6, 2006

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 30th day of September, 1998 before me personally appears LAWRENCE LITTLEFIELD, to me personally known, who by me duly sworn, says that he/she is the Vice-President of THE CIT GROUP/EQUIPMENT FINANCING, INC. (the "Company"), that the foregoing instrument was signed on behalf of the said Company by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Barbara Garner
Notary Public

[SEAL]

My Commission expires

BARBARA GARNER
Notary Public, State of New York
No. 01GA5065133
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires Sept. 3, 1998
2000